



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

RECORDATION NO. 12791-K
FILED 1425

RECORDATION NO. 12791-J
FILED 1425

May 8, 1990
MAY 10 1990 -2:35 PM
INTERSTATE COMMERCE COMMISSION

MAY 10 1990 -2:35 PM
INTERSTATE COMMERCE COMMISSION

0-130A044

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

MAY 10 2 18 PM '90
NOTICE OPERATING UNIT

Re: Equipment Trust Agreement (Series 18)
Recordation No. 12791
Recordation Date: January 22, 1981

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fifth Supplemental Trust Agreement dated February 14, 1990, between Union Tank Car Company and Manufacturers Hanover Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC/ICC
Enclosures

RECORDATION NO. 12791-K FILED 1423

MAY 10 1990 -2²⁵ PM
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

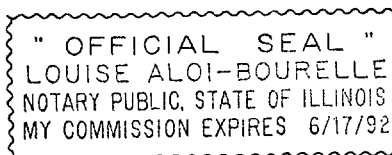
CERTIFICATE

The undersigned, Louise Aloi-Bourelle, a Notary Public, hereby states that she has compared the attached copy of the Supplemental Trust Agreement dated February 14, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 8th day of May, 1990.

Louise Aloi-Bourelle
Notary Public

UTCICC



BILL OF SALE

MANUFACTURERS HANOVER TRUST COMPANY
as Trustee under Equipment Trust Agreement
Dated January 15, 1981
(Series 18)
to
UNION TANK CAR COMPANY

RECORDATION NO. 12791-K
MAY 10 1990 - 2:25 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement"), dated January 15, 1981 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of April 25th, 1990.

MANUFACTURERS HANOVER TRUST COMPANY

By: _____

T. C. Knight
T. C. KNIGHT

ASST. VICE PRESIDENT

(CORPORATE SEAL)

Attest:

E. Toronto-Herbert

Its

E. Toronto-Herbert
Trust Officer

UTC2044

STATE OF NEW YORK)
COUNTY OF New York) ss

On this 25th day of April, 1990, before me, a Notary Public, personally appeared I. C. KNIGHT and E. Toronto-Herbert to me personally known, who being by me duly sworn did say that they are, respectively, ASST. VICE PRESIDENT and Trust Officer of Manufacturers Hanover Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Yvonne D. Benn
Notary Public

My Commission Expires:

YVONNE D. BENN
Notary Public, State of New York
No. 4909098
Qualified in Bronx County
Certificate filed in New York County
Commission Expires October 19, 1991

UTC2044

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 18 SERIES 18 02/14/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
				CO	CTY	IN USE	WRECKED/ RETIRED		
BCOL 866074	BULK	100	TON	3	2	07/80	10/86	\$ 45,570	\$ 23,734
BCOL 866642	BULK	100	TON	3	2	06/80	10/87	45,570	23,544
BCOL 866870	BULK	100	TON	3	2	05/80	10/89	43,241	22,161
CP 317446	BULK	100	TON	3	2	05/80	11/86	43,241	22,161
UTCX 43833	LOC	4,750	CUFT	1	1	02/80	10/86	39,477	19,738
UTCX 43877	LOC	4,750	CUFT	1	1	02/80	12/86	39,477	19,738
UTCX 43975	LOC	4,750	CUFT	1	1	04/80	08/87	39,360	20,008
UTCX 43984	LOC	4,750	CUFT	1	1	04/80	08/87	39,360	20,008
UTCX 44945	LOC	4,750	CUFT	1	1	04/80	08/87	39,361	20,009
UTCX 44954	LOC	4,750	CUFT	1	1	04/80	08/87	39,362	20,009
UTCX 44959	LOC	4,750	CUFT	1	1	04/80	08/87	39,362	20,009
UTCX 44972	LOC	4,750	CUFT	1	1	04/80	04/88	39,362	20,009
UTCX 44974	LOC	4,750	CUFT	1	1	04/80	01/88	39,363	20,010
UTLX 1638	TA	14,000	GAL	1	1	04/80	04/86	35,030	17,807
UTLX 11023	TL	20,000	GAL	1	1	02/80	07/87	42,845	21,423
UTLX 11033	TL	20,000	GAL	1	1	04/80	07/87	42,844	21,779
UTLX 67299	TM	23,500	GAL	1	1	02/82	08/86	48,653	29,192
UTLX 67319	TM	23,500	GAL	1	1	02/82	12/88	48,653	29,192
UTLX 67321	TM	23,500	GAL	1	1	02/82	07/89	48,653	29,192
UTLX 67344	TM	20,000	GAL	1	1	12/81	11/86	42,994	25,438
UTLX 68332	TM	23,500	GAL	1	1	02/80	06/89	40,763	20,382
UTLX 68358	TM	23,500	GAL	1	1	04/80	06/87	40,674	20,676
UTLX 68729	TM	23,500	GAL	1	1	02/80	05/89	39,795	19,897
WCTR 102171	BOXT	70	TON	4	1	02/80	12/89	40,117	20,058
WCTR 102187	BOXT	70	TON	4	1	02/80	12/89	40,117	20,058
WCTR 102404	BOXT	70	TON	4	1	02/80	12/89	43,185	21,592
WCTR 102406	BOXT	70	TON	4	1	02/80	12/89	43,185	21,592
WCTR 102553	BOXT	70	TON	4	1	04/80	12/89	45,156	22,954
WCTR 102598	BOXT	70	TON	4	1	04/80	12/89	45,156	22,954
WCTR 102643	BOXT	70	TON	4	1	04/80	12/89	45,156	22,954
WCTR 102653	BOXT	70	TON	4	1	04/80	12/89	45,156	22,954
WCTR 102697	BOXT	70	TON	4	1	04/80	12/89	45,156	22,954
WCTR 102746	BOXT	70	TON	4	1	04/80	12/89	45,155	22,954
WCTR 102751	BOXT	70	TON	4	1	04/80	12/89	45,155	22,954

NUMBER OF CARS

34

\$ 1,445,704 \$ 750,094

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS	
11	BOXT	70	WCTR102171,WCTR102187,WCTR102404,WCTR102406, WCTR102553,WCTR102598,WCTR102643,WCTR102653, WCTR102697,WCTR102746,WCTR102751	
4	BULK	100	BCOL866074,BCOL866642,BCOL866870,CP	317446
9	LOC	4,750	UTCX43833,UTCX43877,UTCX43975,UTCX43984, UTCX44945,UTCX44954,UTCX44959,UTCX44972, UTCX44974	
1	TA	14,000	1638	
2	TL	20,000	11023,11033	
1	TM	20,000	67344	
6	TM	23,500	67299,67319,67321,68332,68358,68729	

34 TOTAL